

## Stephen E. Chelberg

**Partner**

**Tokyo**

T +81 3 5774 1800

**[stephen.chelberg@squirepb.com](mailto:stephen.chelberg@squirepb.com)**

**Languages spoken**

English | French | Japanese



### About Stephen

Stephen Chelberg is the Asia Pacific chair of the global Corporate Practice and the leader of both the Life Sciences Group as a whole and in Asia Pacific. His practice focuses on cross-border corporate transactions, including public and private company mergers and acquisitions, divestitures, corporate restructurings, joint ventures, strategic alliances, venture capital, IPOs and financing projects for clients involved in a wide variety of sectors.

Stephen's experience includes advising clients involved in the pharmaceutical, medical device, biotechnology, telecommunications, aerospace, software, computer hardware, semiconductor manufacturing and test equipment, iron and steel, machinery, transportation and chemical industries. Stephen also has extensive experience advising clients on a wide variety of commercial and intellectual property transactions, including collaborative research and development agreements, acquisition of IP rights, licensing and distribution arrangements and international dispute resolution and corporate compliance and regulatory issues, including anti-bribery laws. Stephen has also been involved in major infrastructure development, project finance and joint venture projects on behalf of clients in China, Thailand, India, Indonesia and Vietnam.

Twice in his career, Stephen took time out from the practice of law to establish and run, as president, two companies in Japan: a semiconductor equipment manufacturer and a supply chain software company.

### Experience

- Advising Olympus Corporation in connection with the sale of its diagnostics business to Beckman Coulter for US\$800 million.
- Advising Toppan printing Co., Ltd. in connection with the acquisition of DuPont Photomasks, Inc.
- Advising one of the largest Japanese mobile telecommunications providers in connection with a major merger and acquisition transaction and global alliance with the world's then largest internet service provider.
- Advising a major US satellite telecommunications company on the creation of one of the largest satellite common carriers in Japan and sale of a turnkey satellite communications system to the Japanese carrier.

- Advising a large, publicly traded Japanese manufacturing company on the acquisition of a world-wide chemicals division of a large publicly traded Europe-based chemicals company.
- Advising on the transit, peering and hosting arrangements for major Internet fixed line backbone carriers.
- Advising a major publicly traded Japanese manufacturing company on connection with the termination of a major Indian manufacturing joint venture.
- Advising on international tenders for fixed line telecommunications infrastructure projects in Southeast Asia.

## Credentials

### Education

- University of Michigan, J.D., *cum laude*, 1983
- Stanford University, B.A., with honors, with distinction, *Phi Beta Kappa*, 1980

### Admissions

- Japan (gaikokuho jimusho), 2006
- California, 1987
- Illinois, 1983

### Courts

- U.S. Ct. of App., Seventh Circuit, 1983
- U.S. Ct. of App., Ninth Circuit, 1987
- U.S. Dist. Ct., N. Dist. of California, 1987
- U.S. Dist. Ct., N. Dist. of Illinois, 1983

## Recognitions

- Recognized in *Chambers Asia Pacific* for Life Science in Japan since 2020
- Recommended in *Legal 500 Asia Pacific 2018* in Corporate and M&A – International firms and joint ventures, Japan
- Recommended in *Legal 500 Asia Pacific 2017* in Corporate and M&A – International Firms and Joint Ventures, Japan
- Recommended as a Leading Individual in *Legal 500 Asia Pacific 2016* in Corporate and M&A – International Firms and Joint Ventures, Japan
- Chosen for inclusion in the sixth edition of *Best Lawyers in Japan* in the practice area of Corporate and M&A Law for 2015
- Recommended in *Legal 500 Asia Pacific 2014*

## Expertise

### Services

- Intellectual Property & Technology
- Corporate
- Private Equity

## Life Sciences Experience

### Industries

- Chemicals
- Life Sciences
- Representing a large publicly traded Japan-based precision technology and medical device manufacturer in the approximately US\$800 million sale of its diagnostic systems portion of its life sciences business in an asset transaction involving 30 entities in 26 countries located in Asia, Europe and the Americas to a US-based diagnostic equipment manufacturer. The project involved corporate spin-offs in four countries – Japan, Germany, France and Hungary – and medical device regulatory issues in over 40 countries.
- Advising a Japan-based manufacturer regarding formation of regenerative medicine collaboration to develop state-of-the-art systems for stem and regenerative cell therapies, forming a 50-50 joint venture to develop and manufacture next-generation devices based on technology licensed to the joint venture.
- Advising a major Japan-based medical manufacturer in connection with its medical device research and development (R&D) program involving joint research with five major medical institutions, including the Mayo Clinic and Johns Hopkins. Our work on this project has involved licensing, product development and commercialization issues, patent filings and IP strategy for inventions that were developed as a result of the research. We have also advised on pilot and clinical trial agreements. We are also advising the Japan-based manufacturer in connection with formation of a technology company established to commercialize technology developed as a result of the R&D program.
- Advising a major Japan-based medical device manufacturer in connection with minority equity investments in several different medical device manufacturers and license and development agreements with such manufacturers.
- Representing over a period of approximately 8 years, a Japanese pharmaceutical company in connection with joint R&D and commercialization agreements for certain drug compounds and license agreements for certain drug discovery technology and major amendments to such agreements. As part of the same project, I also represented the Japanese pharmaceutical company in connection with (i) three different rounds of venture capital investments in a U.S. biotechnology company pursuant to which the Japanese company owned more than 15% of the equity of the US biotechnology company, (ii) the IPO of the US biotechnology company and (iii) subsequently the public sale of its shares of the US biotechnology company as part of a secondary share offering by the US biotech company. Advising a Japan-based pharmaceutical and medical device manufacturer in connection with drug development and commercialization agreements including related regulatory issues including clinical trial issues.
- Representing a Japan-based pharmaceutical company in connection with joint R&D and commercialization agreements for certain drug compounds and license agreements for certain drug discovery technology and major amendments to such agreements. As part of the same project, we also represented the Japan-based pharmaceutical company in connection with (i) three different rounds of venture capital investments in a US-based biotechnology company pursuant to which the Japan-based company owned more than 15 percent of the equity of the US biotechnology company, (ii) the IPO of the US biotechnology company and (iii) subsequently the public sale of its shares of the US biotechnology company as part of a secondary share offering by the US biotech company.
- Representing a pharmaceutical company in connection with a license and development agreement with an Israel-based company for rights in Asia to develop and sell therapeutic products based on a small molecule compound used to treat metabolic syndrome including all of the morbidities included in the syndrome.

- Advising a Japan-based pharmaceutical company in connection with a significant license and development agreement with a major US-based pharmaceutical company pursuant to which the Japan-based company licensed certain of the US-based company's intellectual property rights and agreed to develop certain drugs and medical devices in Asia using such intellectual property.
- Advising over a five year period, a major Japanese pharmaceutical company in acquiring world-wide IP rights that it did not already own with respect to a biologic compound, IP protection strategies and in the negotiation of major drug and medical device license and commercialization agreements for different therapeutic indications. Advising Japan-based pharmaceutical companies with respect to liability under drug development agreements for clinical trials conducted in the United States and Europe by clinical research organizations (CROs).
- Advising a Japan-based pharmaceutical and medical device manufacturer in connection with acquisition of worldwide rights to a certain drug compound.
- Advising a Japan-based pharmaceutical and medical device manufacturer in connection with its investment in and commercial relations with a US-based medical device manufacturer.
- Advising a Japan-based pharmaceutical and medical device manufacturer in connection with two projects involving possible acquisitions of intellectual property and other assets related to medical devices out of bankruptcy proceedings.
- Advising a US-based biotech company in connection with a major US arbitration matter involving advice concerning Japan's drug approval process and Japan-based clinical trials conducted by a major US pharmaceutical company in Japan for such biotech company.

## About our firm

One of the world's strongest integrated law firms, providing insight at the point where law, business and government meet. We deliver commercially focused business solutions by combining our legal, lobbying and political capabilities and invaluable connections on the ground to a diverse mix of clients, from long-established leading corporations to emerging businesses, startup visionaries and sovereign nations. More than 1,500 lawyers in over 40 offices across four continents provide unrivaled access to expertise.